

CARRIZO OIL & GAS INC
Form 4
March 21, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MORTON GERALD A

2. Issuer Name and Ticker or Trading Symbol
CARRIZO OIL & GAS INC
[CRZO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
General Counsel & VP-Bus Dev

500 DALLAS STREET, SUITE 2300

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/17/2017		M		6,712	A	\$ 0
Common Stock	03/17/2017		M		6,089	A	\$ 0
Common Stock	03/17/2017		M		10,360	A	\$ 0
Common Stock	03/17/2017		M		20,928	A	\$ 0
Common Stock	03/20/2017		S(1)(2)		15,431	D	\$ 28.1548

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					(3)		
Common					\$		
Stock	03/20/2017		S(2)	3,500	D	28.2111	84,486 D
						(4)	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (5)	\$ 0	03/17/2017		M	6,712	(6)	(6)	Common Stock	6,712
Restricted Stock Units (5)	\$ 0	03/17/2017		M	6,089	(7)	(7)	Common Stock	6,089
Restricted Stock Units (5)	\$ 0	03/17/2017		M	10,360	(8)	(8)	Common Stock	10,360
Restricted Stock Units (5)	\$ 0	03/17/2017		M	20,928	(9)	(9)	Common Stock	20,928

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORTON GERALD A 500 DALLAS STREET SUITE 2300 HOUSTON, TX 77002			General Counsel & VP-Bus Dev	

Signatures

/s/ David L. Pitts,
attorney-in-fact

03/21/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These transactions were effected in accordance with Rule 10b5-1.
- (2) The sales reported in this Form 4 were effected to satisfy the reporting person's federal income tax obligations with respect to the vesting of equity awards.

The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4. These shares were sold in multiple transactions at prices ranging from \$27.69 to \$28.46, inclusive.
- (3) The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this Form 4. These shares were sold in multiple transactions at prices ranging from \$28.21 to \$28.22.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (5) These restricted stock units vested in three equal installments on March 17, 2015, March 17, 2016 and March 17, 2017.
- (7) These restricted stock units vested, or will vest, in three equal installments on March 17, 2016, March 17, 2017 and March 17, 2018.
- (8) These restricted stock units vested, or will vest, in three equal installments on March 17, 2017, March 17, 2018 and March 17, 2019.
- (9) These restricted stock units vested on March 17, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.